

**OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
BUSINESS REGULATION AND ENFORCEMENT DIVISION**

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IN THE MATTER OF:)	
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QUADRA PAY LAND, LLC; AND)	ADMINISTRATIVE HEARING
EAVENSON FAMILY LP;)	NUMBER: <u>S-06-0055</u>
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RESPONDENTS)	
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**FINAL CEASE AND DESIST ORDER AND ORDER IMPOSING
ADMINISTRATIVE PENALTY**

I. JURISDICTION

COMES NOW, James O. Nelson, II, Assistant Secretary of State, on behalf of Eric Clark, Secretary of State for the State of Mississippi ("Secretary"), after having served a Summary Cease and Desist Order and Notice of Intent to Impose Administrative Penalty on QUADRA PAY LAND, LLC, and EAVENSON FAMILY LP by Certified Mail, who have wholly failed to respond within the time allowed by the applicable rules, hereby issues this Final Cease and Desist Order and Order Imposing Administrative Penalty regarding Respondents' violations of the Mississippi Securities Act ("Act").

II. FINDINGS OF FACT

1. Quadra Pay Land, LLC, (hereinafter "QPL") is formerly a Nevada limited liability company with a principal address of 3225 McLeod Drive, Suite 100, Las Vegas, Nevada 89121. QPL dissolved on December 30, 2005. Up to the issuance of this Order,

QPL was not lawfully registered with the Division to offer or sell securities in the State of Mississippi.

2. Eavenson Family LP (hereinafter "EAVENSON") is a Nevada domestic limited partnership with a business address of 3225 McLeod Drive, Suite 100, Las Vegas, Nevada 89121, at all times relevant herein. EAVENSON is the manager of QPL. Up to the issuance of this Order, EAVENSON was not lawfully registered with the Division to offer or sell securities in the state of Mississippi.

3. Beginning in or about March of 2005 and up to the issuance of this Order, QPL offered and sold unit option certificates (hereinafter "Option Certificates") to Mississippi residents. QPL represented to the Mississippi resident buyers that the Option Certificates gave the buyer an option to purchase one square foot of real estate.

4. QPL sold Mississippi residents the Option Certificates for six hundred dollars (\$600.00). QPL explained to the investors that by purchasing an Option Certificate, the investors would enter the "Program" at Stage 1, then as additional Option Certificates were sold to new investors, the investors would move on through Stages 2, 3, and 4. QPL indicated to the investors that once they reached Stage 4, the investors would receive a four-fold return on their six hundred dollar (\$600.00) investment amounting to a return of two thousand four hundred dollars (\$2,400.00).

5. The investors do not participate in the management or operation of the Program.

6. The QPL Option Certificate investment product, described in Section II, paragraphs 3-6 herein, offered to the Mississippi residents is a security as that term is

defined in Miss. Code Ann. §75-71-105(n). Up to the date of the issuance of this Order, QPL has not registered this security with the Division.

7. Based on the facts detailed in Section II, Paragraphs 1 through 6 above, the Division issued a Summary Cease and Desist Order and Notice of Intent to Impose Administrative Penalty against Respondents.

III. APPLICABLE STATUTES

8. With respect to the offer and sale of the Securities, Section 75-71-401 of the Act states, in relevant part:

...[I]t is unlawful for any person to offer or sell a security in the State of Mississippi unless (1) it is registered under this chapter or (2) the security or transaction is exempted under article 3 of this chapter....

9. Section 75-71-105(k) of the Act states, in relevant part:

"Person" means an individual, (or) a corporation....

10. Section 75-71-105(n) of the Act states, in relevant part:

"Security" means any ... investment contract

11. Section 75-71-119 of the Act states, in relevant part:

(a)...[Section] 75-71-401...appl[ies] to persons who sell or offer to sell when (1) an offer to sell is made in this state....

(c)...[A]n offer to sell or to buy is made in this state whether or not either party is then present in this state when the offer (1) originates from this state or (2) is directed by the offeror to this state....

12. Section 75-71-301 of the Act states, in relevant part:

...[I]t is unlawful for any person to transact business in this state as a broker-dealer or agent unless he is registered under this chapter.

IV. Conclusions of Law

13. The Secretary of State has jurisdiction of this matter and the parties named

herein.

14. Respondents offered securities as that term is defined in the Act.

15. Respondents violated Section 75-71-301 of the Act by transacting business as a broker-dealer or agent in Mississippi without registering as such.

16. Respondents violated Section 75-71-401 of the Act by offering unregistered securities within the state of Mississippi.

V. PUBLIC INTEREST

17. This Final Cease and Desist Order and Order Imposing Administrative Penalty is issued in the public interest and for the protection of investors consistent with the purposes of the Act.

VI. ORDER

IT IS THEREFORE ORDERED, pursuant to the authority set out in the Act, that Respondents QUADRA PAY LAND, LLC, and EAVENSON FAMILY LP shall permanently **CEASE AND DESIST** FROM ACTIVITY IN, OR ORIGINATING FROM THE STATE OF MISSISSIPPI in connection with the offer and/or sale of securities. In addition, Respondents QUADRA PAY LAND, LLC, and EAVENSON FAMILY LP shall jointly and severally pay a fine in the amount of Twenty Five Thousand Dollars (\$25,000.00) payable to the "Mississippi Secretary of State" within fifteen (15) days from the receipt of this Final Cease and Desist Order and Order Imposing Administrative Penalty.

BE ADVISED THAT, a willful violation of this Final Cease and Desist Order and Order Imposing Administrative Penalty may be punishable upon conviction by a fine of not more than Twenty-Five Thousand Dollars (\$25,000.00) or five (5) years

imprisonment, or both, in addition to civil and administrative remedies available to the Division.

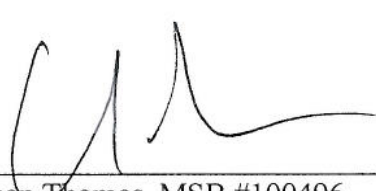
SO ISSUED, this, the 18th day of December, 2006.

ERIC CLARK
Secretary of State
State of Mississippi

BY:



JAMES O. NELSON, II
Assistant Secretary of State
Business Regulation & Enforcement



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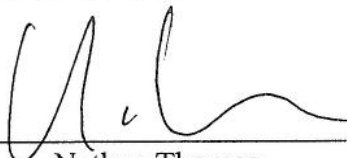
CERTIFICATE OF SERVICE

I, Nathan Thomas, Senior Attorney, Mississippi Secretary of State's Office, Business Regulation and Enforcement Division, do hereby certify that I have this day mailed, via Certified Mail, a true and correct copy of the above and foregoing Final Cease and Desist Order and Order Imposing Administrative Penalty to the following addresses:

Quadra Pay Land, LLC
c/o Adams & Ewing, LLC, Registered Agent
3960 Howard Hughes Parkway
Las Vegas, Nevada 89101

Eavenson Family, LP
c/o Adams & Ewing, LLC, Registered Agent
3960 Howard Hughes Parkway
Las Vegas, Nevada 89101

This, the 19th day of December, 2006.



Nathan Thomas